

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR OPM LIMITED OFFERING EXEMPTI

OMB APPROVAL						
OMB Number: 3235-0076						
Expires:						
Estimated average burden						
hours per response 16.00						

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DATE RE	CEIVED
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✓ UNIFORM LIMITED OFFERING EXEM	PTION
Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
5,000,000 Secured Convertible Note Offering	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)	ULOE
Type of Filing:	
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	- 1700M BENY JARIN SERV HOTEV DINA KRITE DUNG RIN FERF
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	07078966
Franklin Towers Enterprises, Inc.	1
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
5 Ash Drive, Center Barnstead, NH 03225	702-943-0714
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)	
Same as above	Same as above
Brief Description of Business	I
The Company intends to engage in the manufacture, processing and distribution of frozen p	nated FINANCIAL
Type of Business Organization	しばののよう
✓ corporation ☐ limited partnership, already formed ☐ other (p	please specify):
business trust limited partnership, to be formed	.00103200
Month Year	TIMO
Actual or Estimated Date of Incorporation or Organization: 013 016 Actual Estin	nated SON
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State	" FINANCIAI
CN for Canada; FN for other foreign jurisdiction)	
GENERAL INSTRUCTIONS	· · · · · · · · · · · · · · · · · · ·
Federal:	
Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D (77d(6).	or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Beneficial Owner General and/or Check Box(es) that Apply: **✓** Promoter Executive Officer Director Managing Partner Full Name (Last name first, if individual) Fan, Kelly Business or Residence Address (Number and Street, City, State, Zip Code) 5 Ash Drive, Center Barnstead, NH 03225 Check Box(es) that Apply: Promoter Beneficial Owner General and/or Managing Partner Full Name (Last name first, if individual) Dowell, Patricia E. Business or Residence Address (Number and Street, City, State, Zip Code) 5 Ash Drive, Center Barnstead, NH 03225 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter ☐ Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter ☐ Beneficial Owner ☐ Executive Officer General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer General and/or Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) (Use blank sheet, or copy and use additional copies of this sheet, as necessary)

B. INFORMATION ABOUT OFFERING													
	Yes									No			
1.											X		
	Answer also in Appendix, Column 2, if filing under ULOE.										000.00		
2.	2. What is the minimum rivestment that will be accepted from any individual?										:		
3.	Does th	e offering	permit join	t ownershi	p of a sing	le unit?		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		•••••		Yes R	No
4.											Í		
	commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
		Last name ading Ltd.	first, if ind	ividual)									, ,
			Address (N	umber and	d Street C	ity State 7	(in Code)		,		·- 		!
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	(Check	"All States	or check	individual	States)			***************************************	••••	•••••		☐ Al	States
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	MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
	RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR
Ful	Full Name (Last name first, if individual)								<u>}</u> 				
Bus	siness or	Residence	Address (1	Number an	d Street, C	ity, State, 2	Zip Code)	+					
			`										<u> </u>
Nar	ne of Ass	sociated Br	oker or De	aler]
Stat	tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers					•	<u>i</u> •
	(Check	"All States	or check	individual	States)							☐ Al	States
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Full			first, if indi										
)
Business or Residence Address (Number and Street, City, State, Zip Code)								!					
Name of Associated Broker or Dealer								<u> </u> 					
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers								·					
'									States				
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	, ID
	IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
	MT	NE	NV	NH	NJ	NM	NY	NC	ND	ОН	OK	OR	PA
	RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	€ 0.00	\$ 0.00
	Equity	• 0.00	\$ 0.00
	Equity	3	5
	Convertible Securities (including warrants)	c 5,000,000.00	5,000,000.00
	Convenible Securities (including warrants)	c 0 00	\$ 0.00
	Partnership Interests		\$ 0.00
	Other (Specify)	5 000 000 00	\$ 5,000,000.00
	Total	\$	\$_3,000,000.00
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	;	Aggregate
		Number Investors	Dollar Amount of Purchases
	Accredited Investors		\$ 3,250,000.00
	Non-accredited Investors		\$ 0.00
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		Φ
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		. 1
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505	0	\$ 0.00
	Regulation A	0	\$_0.00
	Rule 504	0	\$ 0.00
	Total		s 0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		;
	Transfer Agent's Fees	Z	\$_500.00
	Printing and Engraving Costs		\$_0.00
	Legal Fees	Z	\$ 36,000.00
	Accounting Fees		\$_150,000.00
	Engineering Fees	_	\$ 0.00
	Sales Commissions (specify finders' fees separately)		\$ 500,000.00
	Other Expenses (identify) Marketing, Public Relations, Insurance, etc.		\$ 75,000.00
	Total		\$ 761,500.00

C MEELDING BOICE	. NUMBER OF INVESTORS.	CYBENCES	AND COUNT DRAWPING
COPPICION PRICE	A NEMBEROUS ENVESTORS.	P. XI'E XXEX	AND USE OF PROCEEDS

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Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)			

		
	E. STATE SIGNATURE	
1	1. Diviporty described in 17 CFR 230-262 presently subject to any of the disquilit cuton provisions of such rule?	Yes Ne
	See Appendix Column 5, for state tesp use	ı
1	The understyned issuer bereby undertakes to turn shitten any state administrator of any state in which this no 0.2% (TR 239-800) at such times as required by state law	otice is filed anonce on For-
•	100×4 detsigned issuer hereby undertakes to a quish to the state administratips approximately request, so at to offerees	information from slight real
1	If e or fersioned issuer represents that the poster is familiar with the conditions that must be satisfied a more offering Exemption (ULOE) of the state in which this notice is filed and understands that the ist of a exemption has the burden of establishing that these conditions have been satisfied	
	ear his read this notification and knows the contents to be true and has duly caused this notice to be staned on those ad parton	ens behalt by the underscen.
	Print of Types Tawers Enterprises, Inc. Pate 10 10 10 10 10 10 10 10 10 1	26/07
XI-C1	elly Fan President	

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5 2 3 4 1 Disqualification under State ULOE Type of security (if yes, attach and aggregate Intend to sell Type of investor and explanation of to non-accredited offering price waiver granted) investors in State offered in state amount purchased in State (Part E-Item 1) (Part C-Item 1) (Part C-Item 2) (Part B-Item 1) Number of Number of Non-Accredited Accredited Amount Yes No Investors Investors State Yes No Amount ΑL ΑK AZAR CA CO CT DE DC FL\$250,000.0 0 \$0.00 × Convertible Notes 3 GA HI ID IL IN IΑ KS KY LA ME MD MA ΜI MN MS

APPENDIX

5 2 3 4 1 Disqualification under State ULOE Type of security (if yes, attach Intend to sell and aggregate explanation of offering price Type of investor and to non-accredited waiver granted) amount purchased in State investors in State offered in state (Part E-Item 1) (Part C-Item 2) (Part B-Item 1) (Part C-Item 1) Number of Number of Non-Accredited Accredited No Investors **Investors** Amount Yes Yes No Amount State MO MT NE NV NH NJ NM Convertible Notes \$2,000,000 0 \$0.00 NY NC ND ОН OK OR PA RΙ SC SD TN TX UT VT VA WA WVWI

APPENDIX

	APPENDIX									
1		2	3	4 5 Disqualification						
	to non-a	I to sell accredited is in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and explan amount purchased in State waiver (Part C-Item 2) (Part E		amount purchased in State				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
WY								``		
PR										